

RECORDATION NO. 25242 FILED

OCT 15 '04 12:10 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 15, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of October 13, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation  
One Financial Plaza, 5<sup>th</sup> Floor  
Providence, RI 02903

Lessee: GATX Financial Corporation  
4 Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is:

107 railcars GGPX 1490 – GGPX 1600 (excluding 1544, 1555, 1570 and 1590)

Mr. Vernon A. Williams  
October 15, 2004  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Master Equipment Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures



**Fleet Capital Corporation**

One Financial Plaza  
Providence, Rhode Island 02903-2305

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SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: \_\_\_\_\_

At: \_\_\_\_\_

And given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of October 13, 2004 by and between FLEET CAPITAL CORPORATION, a Rhode Island corporation ("Lessor") and GATX FINANCIAL CORPORATION, a Delaware corporation ("Lessee"), as such agreement relates to Lease Schedule No. 36293-00001 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, One Hundred Seven (107) Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: October 13, 2004

Lessor:  
FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Name: Patricia Smith-Disu  
Vice President

Title: \_\_\_\_\_

Lessee:  
GATX FINANCIAL CORPORATION

By: Linda C. Girard

Name: Linda C. Girard

Title: Vice President



## SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **GATX FINANCIAL CORPORATION**

Qty	Description	Running #s	Running #s	Running #s	Running #s
	Equipment currently located in:	Grand Island, Nebraska 68802			
107	107 Johnstown America Bethgon Railcars	GGPX001490	GGPX001517	GGPX001545	GGPX001574
		GGPX001491	GGPX001518	GGPX001546	GGPX001575
		GGPX001492	GGPX001519	GGPX001547	GGPX001576
		GGPX001493	GGPX001520	GGPX001548	GGPX001577
		GGPX001494	GGPX001521	GGPX001549	GGPX001578
		GGPX001495	GGPX001522	GGPX001550	GGPX001579
		GGPX001496	GGPX001523	GGPX001551	GGPX001580
		GGPX001497	GGPX001524	GGPX001552	GGPX001581
		GGPX001498	GGPX001525	GGPX001553	GGPX001582
		GGPX001499	GGPX001526	GGPX001554	GGPX001583
		GGPX001500	GGPX001527	GGPX001556	GGPX001584
		GGPX001501	GGPX001528	GGPX001557	GGPX001585
		GGPX001502	GGPX001529	GGPX001558	GGPX001586
		GGPX001503	GGPX001530	GGPX001559	GGPX001587
		GGPX001504	GGPX001531	GGPX001560	GGPX001588
		GGPX001505	GGPX001532	GGPX001561	GGPX001589
		GGPX001506	GGPX001533	GGPX001562	GGPX001591
		GGPX001507	GGPX001534	GGPX001563	GGPX001592
		GGPX001508	GGPX001535	GGPX001564	GGPX001593
		GGPX001509	GGPX001536	GGPX001565	GGPX001594
		GGPX001510	GGPX001537	GGPX001566	GGPX001595
		GGPX001511	GGPX001538	GGPX001567	GGPX001596
		GGPX001512	GGPX001539	GGPX001568	GGPX001597
		GGPX001513	GGPX001540	GGPX001569	GGPX001598
		GGPX001514	GGPX001541	GGPX001571	GGPX001599
		GGPX001515	GGPX001542	GGPX001572	GGPX001600
		GGPX001516	GGPX001543	GGPX001573	

FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Name: **Patricia Smith-Disu**  
Vice President

Title: \_\_\_\_\_

GATX FINANCIAL CORPORATION

By: Linda C. Girard

Name: **Linda C. Girard**

Title: **Vice President**

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On October 13, 2004 before me, Denise C. Simpson  
(Notary Name and Title)

personally appeared Patricia Smith-Disu personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson

(Notary Seal)

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of

San Francisco

} ss.

On 13<sup>th</sup> October, 2004

Date

before me, REBECCA M. PENA NOTARY PUBLIC

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

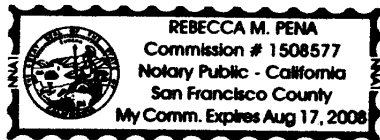
personally appeared LINDA C. GIRARD

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Rebecca M. Pena

Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: Memorandum of Master Equipment Lease Agreement

Document Date: 13<sup>th</sup> October, 2004 Number of Pages: 2

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

Signer's Name: LINDA C. GIRARD

☐ Individual

☒ Corporate Officer — Title(s): VICE PRESIDENT

☐ Partner — ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: \_\_\_\_\_

Signer Is Representing: GATX FINANCIAL CORPORATION

